

18478-C
RECORDATION NO. 18478-C
AUG 17 2004 3:10 PM

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 17, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: PRR - L694

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Sublease and Assignment, dated August 12, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board/Commission under Recordation Number 18478.

The names and addresses of the parties to the enclosed document are:

Sublessor/ Assignor:	Consolidated Rail Corporation 1000 Howard Boulevard Fourth Floor Mt. Laurel, NJ 08054
Sublessee:	PRR Newco, Inc. 110 Franklin Road, S.E. Roanoke, VA 24042
Guarantor:	Norfolk Southern Railway Company 110 Franklin Road, S.E. Roanoke, VA 24042
[Senior Lessor/ Assignee:	PNC Leasing Corp.]

Mr. Vernon A. Williams
August 17, 2004
Page Two

A description of the railroad equipment covered by the enclosed document is:

87 bi-level autoracks within the series CR 9688 – CR 9837.

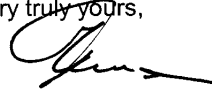
A short summary of the document to appear in the index follows:

Memorandum of Sublease and Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO.

18478-C FILED

AUG 20 '04

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUBLEASE AND ASSIGNMENT PRR-L694, by

CCNSOLIDATED RAIL CORPORATION ("Conrail")
1000 Howard Boulevard, Fourth Floor
Mt. Laurel, New Jersey 08054

PRR NEWCO, INC. (the "Company")
110 Franklin Road, S.E.
Roanoke, Virginia 24042

and

NORFOLK SOUTHERN RAILWAY COMPANY (the "Railroad")
110 Franklin Road, S.E.
Roanoke, Virginia 24042

Conrail is leasing certain units of railroad equipment pursuant to the agreement identified in Schedule A hereto as the "Senior Lease" with the party named in Schedule A hereto as the "Senior Lessor," which agreement was recorded with the Interstate Commerce Commission and assigned the recordation number shown on said Schedule A.

The parties hereto hereby wish to evidence for the public record the following transactions with respect to such units of the railroad equipment covered by the above-named agreements as are listed in Schedule B hereto:

1. The Sublease of Railroad Equipment PRR-L694 between Conrail, sublessor, and the Company, sublessee.
2. The assumption of the obligations of the Company as sublessee under the above-named sublease by the Railroad, pursuant to the Assumption Agreement PRR-L694 by the Railroad in favor of Conrail.
3. The assignment by Conrail, assignor, of the sublease named in item 1 to the Senior Lessor, assignee, as security for Conrail's obligations under the Senior Lease, pursuant to the Assignment of Sublease PRR-L694 by Conrail in favor of the Senior Lessor.
4. The assignment by the Railroad, assignor, of its subleasehold interest under sublease named in item 1 to CSX Transportation, Inc., assignee, pursuant to the Cross-Assignment of Lease and Agreement among such parties and Conrail, as security for the Railroad's obligations for reimbursement thereunder.

IN WITNESS WHEREOF, the parties hereto have each caused
this memorandum to be duly executed by their respective officers
thereunto duly authorized:

CONSOLIDATED RAIL CORPORATION

by *J. P. Rys...*

PRR NEWCO, INC

by *William J. Rys...*

NORFOLK SOUTHERN RAILWAY COMPANY

by *William J. Rys...*

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

SS.:

On this 12 day of August, 2004, before me personally appeared ~~William J. Romig~~, to me personally known, who, by me being duly sworn, says that he is ~~President and Treasurer~~ of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

~~Sylvia Marquez~~
NOTARY PUBLIC, State of New York
No. 01MA4972068
Qualified in New York County
Commission Expires Sept. 17, 2006

Notary Public

My commission expires

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

SS.:

On this 12 day of August, 2004, before me personally appeared ~~William J. Romig~~, to me personally known, who, by me being duly sworn, says that he is ~~Vice President and Treasurer~~ of PRR NEWCO, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

~~Richard Crosby Thompson~~
NOTARY PUBLIC, State of New York
No. 01TH6062508
Qualified in New York County
Commission Expires Aug. 6, 2005

Notary Public

My commission expires

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

SS.:

On this 12 day of August, 2004, before me personally appeared ~~William J. Romig~~, to me personally known, who, by me being duly sworn, says that he is ~~Vice President and Treasurer~~ of NORFOLK SOUTHERN RAILWAY COMPANY, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires

~~Richard Crosby Thompson~~
NOTARY PUBLIC, State of New York
No. 01TH6062508
Qualified in New York County
Commission Expires Aug. 6, 2005

SCHEDULE A
SENIOR TRANSACTION L694

Senior Lease:

Lease of Railroad Equipment dated as of November 19, 1993, and supplements thereto, as amended, between Consolidated Rail Corporation and PNC Leasing Corp.

Recorded with the Interstate Commerce Commission on November 19, 1993, and assigned recordation number 18478.

Senior Lessor:

PNC Leasing Corp.

Schedule "B" Equipment

Lease L694 (PRR)

Count	Initial	Car Number	Rack Numbers
BI LEVEL AUTO RACKS			
1	TTGX	991318	9688
2	TTGX	982491	9691
3	TTGX	978958	9692
4	TTGX	978893	9694
5	TTGX	991241	9695
6	TTGX	981215	9696
7	TTGX	980022	9698
8	TTGX	940977	9701
9	TTGX	990232	9702
10	TTGX	980793	9703
11	TTGX	982441	9704
12	TTGX	979012	9707
13	TTGX	974472	9709
14	TTGX	974437	9710
15	TTGX	981451	9712
16	TTGX	983027	9713
17	TTGX	990337	9714
18	TTGX	983260	9717
19	TTGX	980690	9718
20	TTGX	979821	9719
21	TTGX	981060	9720
22	TTGX	983672	9722
23	TTGX	983669	9724
24	TTGX	991033	9726
25	TTGX	980085	9730
26	TTGX	979929	9731
27	TTGX	980427	9732
28	TTGX	983661	9735
29	TTGX	980201	9738
30	TTGX	982467	9739
31	TTGX	964217	9742
32	TTGX	990758	9743
33	TTGX	990979	9745
34	TTGX	991262	9746
35	TTGX	963939	9749
36	TTGX	941461	9751
37	TTGX	980785	9752
38	TTGX	980158	9753
39	TTGX	982297	9754
40	TTGX	961415	9755
41	TTGX	965628	9756
42	TTGX	979916	9757
43	TTGX	975652	9760

44	TTGX	981228	9762
45	TTGX	980517	9763
46	TTGX	983668	9767
47	TTGX	983664	9770
48	TTGX	982505	9771
49	TTGX	980756	9772
50	TTGX	990527	9773
51	TTGX	991165	9777
52	TTGX	979129	9778
53	TTGX	975268	9783
54	TTGX	975275	9784
55	TTGX	975732	9785
56	TTGX	975005	9786
57	TTGX	975727	9787
58	TTGX	990878	9789
59	TTGX	941614	9790
60	TTGX	990833	9791
61	TTGX	965564	9792
62	TTGX	983255	9794
63	TTGX	990215	9799
64	TTGX	991111	9800
65	TTGX	979858	9801
66	TTGX	980440	9802
67	TTGX	990238	9804
68	TTGX	990773	9806
69	TTGX	981009	9807
70	TTGX	965270	9808
71	TTGX	982135	9809
72	TTGX	981122	9810
73	TTGX	973999	9811
74	TTGX	978936	9813
75	TTGX	990629	9816
76	TTGX	980008	9818
77	TTGX	975173	9819
78	TTGX	975202	9820
79	TTGX	993063	9821
80	TTGX	971700	9822
81	TTGX	990642	9826
82	TTGX	975241	9827
83	TTGX	975145	9828
84	TTGX	982182	9833
85	TTGX	931024	9835
86	TTGX	991224	9836
87	TTGX	990521	9837